

**OFFICE OF THE SECRETARY OF STATE  
STATE OF MISSISSIPPI  
BUSINESS REGULATION AND ENFORCEMENT DIVISION**

<b>In The Matter Of:</b>	)	
	)	
<b>Positive News Increase, Inc.;</b>	)	
<b>Anthony Darrell Harris;</b>	)	<b>Administrative Hearing</b>
<b>William Brown; and</b>	)	<b>Number: <u>S-05-0513</u></b>
<b>William Eli Brown III</b>	)	
	)	
	)	
<b>RESPONDENTS.</b>	)	

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**SUMMARY CEASE AND DESIST ORDER**  
**AND NOTICE OF INTENT TO IMPOSE ADMINISTRATIVE PENALTY**

**I. Jurisdiction**

The Business Regulation and Enforcement Division of the Office of the Secretary of State (hereinafter "Division"), having the authority to administer and to provide for the enforcement of all provisions of the Mississippi Securities Act, Miss. Code Ann. §§75-71-101 to 75-71-735 (hereinafter "Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offer and sale of securities within the State of Mississippi, has determined the following.

**II. Findings of Fact**

1. Positive News Increase, Inc. (hereinafter "PNI") is a company purportedly incorporated in Belize, Central America, with a last known address of 3970 Pembroke Avenue, Mobile, Alabama 36608. PNI was not registered as a broker-dealer or an investment adviser with the Division at any time prior to the issuance of this order.

2. Anthony Darrell Harris (hereinafter "Harris") is a natural person and a resident of Alabama. Harris is the owner of PNI. Harris's last known address is 3970 Pembroke Avenue, Mobile, Alabama 36608. Harris was not registered as a broker-dealer or agent with the Division at any time relevant herein. Harris was registered with the Division as a broker-dealer agent in the employ of Prudential Securities from March 6, 2000, through September 20, 2001.

3. William Brown (hereinafter "Brown") is a natural person and a resident of Alabama. Brown is an employee of PNI. Brown's last known address is 2723 Dawes Road, Mobile, Alabama 36695. Brown was not registered as a broker-dealer or agent with the Division at any time relevant herein.

4. William Eli Brown, III (hereinafter "Brown III") is a natural person and a resident of Alabama. Brown III acted as an agent on behalf of PNI. Brown III's last known address is 6700 Wall Street, Apartment Number 18T, Mobile, Alabama 36695. Brown III was registered with the Division as a broker-dealer agent in the employ of Trustmark Financial Services, Inc., from September 15, 1999, through March 26, 2002. Brown III was not registered as a broker-dealer agent in the employ of PNI with the Division at any time relevant herein.

5. The Division discovered information revealing that Respondents Harris, Brown, and Brown III offered and/or sold shares of PNI stock in Mississippi to Mississippi residents. The stock offered and/or sold by Respondents was not registered with the Division. Respondents were not registered with the Division to sell the PNI stock.

6. Because it appears that Respondents offered and/or sold unregistered shares of PNI stock, while not registered themselves to sell said stock, in the state of Mississippi to Mississippi residents, the Division issues this Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty.

### **III. Applicable Statutory Provisions**

7. The previous paragraphs are incorporated herein by reference.

8. With respect to the offer and sale of securities, Section 75-71-401 of the Act states:

...it is unlawful for any person to offer or sell a security in the State of Mississippi unless (1) it is registered under this chapter or (2) the security or transaction is exempted under article 3 of this chapter.

9. Section 75-71-105(k) of the Act states:

"Person" means an individual, (or) a corporation...

10. Section 75-71-105(n) of the Act states:

"Security" means any note; stock; treasury stock; bond; debenture; evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement...

11. Section 75-71-119 of the Act states:

(a)...[Section] 75-71-401...appl[ies] to persons who sell or offer to sell when

(1) an offer to sell is made in this state...

(c)...an offer to sell or to buy is made in this state whether or not either party is then present in this state when the offer (1) originates from this state or (2) is directed by the offeror to this state...

12. Section 75-71-301 of the Act states:

...it is unlawful for any person to transact business in this state as a broker-dealer or agent unless he is registered under this chapter.

#### **IV. Conclusions of Law**

13. The previous paragraphs are incorporated herein by reference.

14. The Secretary of State has jurisdiction over this matter and the parties pursuant to Section 75-71-107(a) of the Mississippi Securities Act.

15. Respondents violated Section 75-71-301 of the Mississippi Securities Act by transacting business as a broker-dealer and/or agent in Mississippi without registering as such.

16. Respondents violated Section 75-71-401 of the Mississippi Securities Act by offering and selling unregistered securities within the State of Mississippi.

#### **V. Administrative Penalty**

NOTICE is hereby given that the Secretary of State intends to impose an administrative penalty of up to \$25,000 per violation plus all costs and expenses against the Respondents, pursuant to the authority set out in §75-71-715(2) of the Act.

#### **VI. Public Interest**

This Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty is issued in the public interest and for the protection of investors consistent with the purpose of the Act.



## **VII. Amendments**

The Division reserves the right to amend this Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty.

## **VIII. Order**

**IT IS THEREFORE ORDERED,** pursuant to the authority set out in §75-71-715(1) of the Act, that Respondents Positive News Increase, Inc., Anthony Darrell Harris, William Brown, and William Eli Brown, III, shall immediately **CEASE AND DESIST** from any further activity in, or originating from, the State of Mississippi in connection with the offer and/or sale of the Securities to any person without the Securities being duly registered or exempted from registration under the Act and Respondent being duly registered pursuant to the Act.

**BE ADVISED THAT,** pursuant to §75-71-735 of the Act, a willful violation of this Summary Cease and Desist Order may be punishable upon conviction by a fine of not more than twenty-five thousand dollars (\$25,000) or five (5) years imprisonment, or both, in addition to civil and administrative remedies available to the Division.

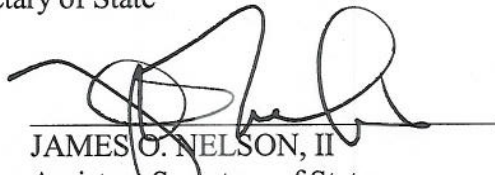
**NOTICE** is hereby given that the Respondents shall have thirty (30) days from the date of receipt of this Summary Cease and Desist Order to give written notice requesting a hearing on the matters contained herein to James O. Nelson, II, Assistant Secretary of State for the Business Regulation and Enforcement Division, Office of the Secretary of State, Post Office Box 136, 700 North Street, Jackson, Mississippi 39205-0136. In the event such a hearing is requested, the Respondents may appear, with or without the assistance of an

attorney, on a date and at a time and place to be specified and cross-examine witnesses, present testimony, evidence and argument relating to the matters contained herein. Upon request, subpoenas may be issued for the attendance of witnesses and for the production of books and papers on the Respondents' behalf at the hearing relating to the matters contained herein. In the event such written notice is not received within said thirty (30) day period of time, a FINAL CEASE AND DESIST ORDER AND ORDER IMPOSING ADMINISTRATIVE PENALTY may be entered in this proceeding with no further notice.

ISSUED, this the 14 day of MARCH 2006.

ERIC CLARK  
Secretary of State

BY:

  
JAMES O. NELSON, II  
Assistant Secretary of State  
Business Regulation and Enforcement

Nathan Thomas, MSB # 100496  
Mississippi Secretary of State's Office  
Post Office Box 136  
700 North Street  
Jackson, Mississippi 39205-0136  
(601) 359-6366

**CERTIFICATE OF SERVICE**

I, Nathan Thomas, do here by certify that I have this day mailed via Certified Mail, postage pre-paid, a true and correct copy of the Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty to the following:

Positive News Increase, Inc.  
3970 Pembroke Avenue  
Mobile, Alabama 36608

Anthony Darrell Harris  
3970 Pembroke Avenue  
Mobile, Alabama 36608

William Brown  
2723 Dawes Road  
Mobile, Alabama 36695

William Eli Brown, III  
6700 Wall Street  
Apartment Number 18T  
Mobile, Alabama 36695

This, the \_\_\_\_\_ day of March 2006.

\_\_\_\_\_  
NATHAN THOMAS  
Senior Attorney